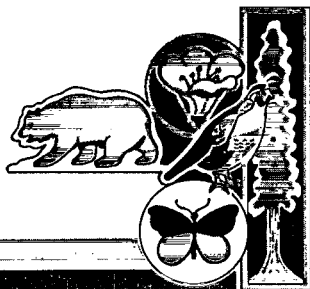


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# State of California

OFFICE OF THE SECRETARY OF STATE

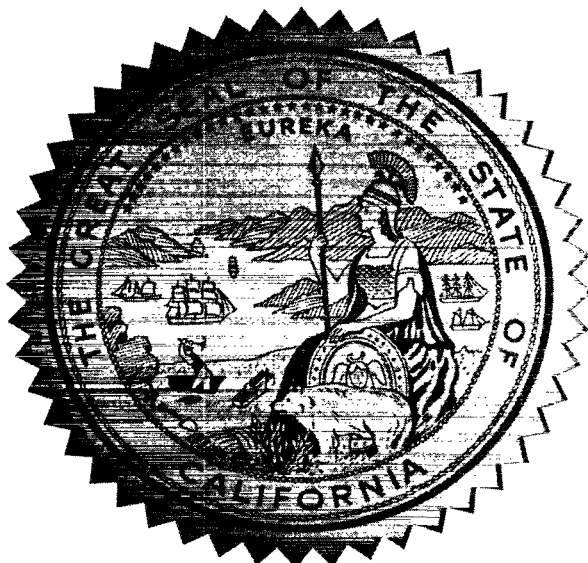
W. H. STEELE CO., INC.

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this

August 11, 1989



*March Fong Eu*

Secretary of State

471130

## ARTICLES OF INCORPORATION

OF

W. H. STEELE CO., INC.

FILED

In the office of the Secretary of State  
of the State of California

MAY 20 1964

FRANK M. JORDAN, Secretary of State

By E. J. Jordan  
Deputy

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are citizens and residents of the State of California, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of California, and we do hereby certify:

FIRST: The name of this corporation shall be:

W. H. STEELE CO., INC.

SECOND: The specific business in which this corporation is primarily to engage is:

To act as manufacturers representatives for the sale of hardware and plumbing supplies, and items to control vibration and noise, to wholesalers and other persons engaged in the Construction Industry.

THIRD: The secondary purposes for which this corporation is formed are:

a) To acquire, by purchase or otherwise, the good will, business, property rights, franchise and assets of every kind, with or without undertaking either wholly or in part the liabilities, of any person, firm, association or corporation; and to acquire any business as a going concern or otherwise, (1) by purchase of the assets thereof wholly or in part, (2) by acquisition of the shares of any part thereof, or (3) in any other manner, and to pay for the same in cash or in the shares or bonds or other evidences of indebtedness of this corporation; to hold, maintain, and operate or in any manner dispose of the

of right  
to amend articles

Yes

whole or any part of the good will, business, rights and property so acquired, and to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the management of such business.

b) To buy, contract for, lease and in any and all other ways acquire, take, hold and own, and to sell, mortgage, pledge, deed in trust, lease and otherwise dispose of patents, licenses and processes or rights thereunder and franchise rights and governmental, state, territorial, county and municipal grants and concessions of every character which this corporation may deem advantageous in the prosecution of its business, or in the maintenance, operation, development or extension of its properties.

c) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government, or other municipal or governmental subdivision.

d) From time to time to apply for, purchase, acquire by assignment, transfer or otherwise, exercise, carry out and enjoy any benefit, right, privilege, prerogative or power conferred by, acquired under or granted by any statute, ordinance, order, license, power, authority, franchise, license, commission, right or privilege which any government or authority or governmental agency or corporation or other public body may be empowered to enact, make or grant; to pay for, aid in, and contribute toward carrying the same into effect and to appropriate any of the corporation's shares, bonds or assets to defray the costs, charges and expenses.

e) To promote or to aid in any manner, financially or otherwise, any person, corporation or association of which any shares, bonds, notes, debentures or other securities or evidences of indebtedness are held directly or indirectly by the corporation, and

for this purpose to guarantee the contracts, dividends, shares, bonds, debentures, notes and other obligations of such other persons, corporations or associations; and to do any other sets or things designed to protect, preserve, improve, or enhance the value of such shares, bonds, notes, debentures, or securities or evidences of indebtedness.

f) To borrow money, to issue bonds, notes, debentures, or other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise, or to issue the same unsecured.

g) To lend money, to purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge or otherwise dispose of and deal in shares, bonds, notes, debentures or other securities or evidence of indebtedness of any other persons, corporations or associations, whether domestic or foreign, and whether now or hereafter organized or existing, and while the holder thereof to exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

h) To carry on any business whatsoever which this corporation may deem proper or convenient or which may be calculated directly or indirectly to promote the interest of this corporation or to enhance the value of its property or business; to conduct its business in this state, in other states, in the District of Columbia, in the territories and colonies of the United States, and in foreign countries; and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of California, and to have and to exercise all the powers conferred by the laws of California upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

1) To carry on any business for the purpose of manufacturing, selling at wholesale or retail, or jobbing all articles and commodities of any type or description and to conduct any and all business or enterprises in any way related to or connected therewith.

The several clauses contained in this paragraph shall be construed as both purposes and powers and the statement contained in each clause shall, except where otherwise expressed, be in no way limited, restricted or altered by inference to any other clause, but shall be regarded as independent purposes and powers conveyed herewith and hereby included, and nothing herein set forth shall be deemed to limit the powers which the corporation may exercise pursuant to the statutes of this state.

FOURTH: The principal office for the purpose of the transaction of business shall be located in Los Angeles County, State of California.

FIFTH: This corporation is authorized to issue one class of stock of the par value of \$100.00 per share; the total number of shares shall be 1,500; and the aggregate par value of shares having par value shall be \$150,000.00.

SIXTH: Each shareholder or subscriber to shares of this corporation shall be entitled to full preemptive or preferential rights, as such rights have been heretofore defined at common law, to purchase and/or subscribe for his proportionate number of shares which may be issued any time by this corporation.

SEVENTH: The number of directors of this corporation shall be three. The initial number of directors shall be three, as follows:

HOWARD G. MC ALONEY, SR.

220 West Walnut Avenue  
Arcadia, California

HERBERT E. OLDS

648 35th Street  
Manhattan Beach, California

HOWARD G. MC ALONEY, JR.

1700 Wirwick Road

San Marino, California

EIGHTH: Before there can be a valid sale or transfer of any of the shares of this corporation by the holders thereof, the holder of the shares to be sold or transferred shall first give notice in writing to the Secretary of this corporation of the intention to sell or transfer such shares; said notice shall specify the number of shares to be sold or transferred, the price per share, and the terms upon which such holder intends to make such sale or transfer. The Secretary shall, within ten (10) days thereafter, mail or deliver a copy of said notice to each of the other shareholders of record of this corporation; said notice may be delivered to such shareholders personally or may be mailed to the last known addresses of such shareholders, as the same may appear on the books of this corporation. Within ten (10) days after the mailing or delivering of said notices to such shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in said notice shall deliver by mail or otherwise to the Secretary of this corporation written offer or offers to purchase a specified number or numbers of such shares at the price and upon the terms stated in said notice.

If the total number of shares specified in such offer or offers exceed the number of shares referred to in said notice, each offering shareholder shall be entitled to purchase such portion of the shares referred to in said notice to the Secretary as the number of shares of this corporation which he holds bears to the total number of shares held by all such shareholders desiring to purchase the shares referred to in said notice to the Secretary.

If all of the shares referred to in said notice to the Secretary are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess

of his proportionate share, as provided herein, shall be entitled to purchase such proportion of those shares which remain then undisposed of as the total number of shares which he holds bears to the total number of shares held by all such shareholders desiring to purchase the shares referred to in said notice to the Secretary; thereafter, the holder of the shares not so purchased by the other shareholders may sell or transfer to any person or persons he may desire; provided, however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in said notice to the Secretary.

Any sale or transfer, or purported sale or transfer, of the shares of this corporation shall be null and void unless the terms, conditions and provisions of this Article EIGHTH are strictly observed and followed.

IN WITNESS WHEREOF, for the purpose of forming this corporation, under the laws of the State of California, the undersigned, constituting the incorporators of this corporation, including the persons named hereinabove as the first directors of this corporation, have executed these Articles of Incorporation this 11th day of May, 1964.

Howard G. McAlooney, Jr.  
Howard G. McAlooney, Jr.

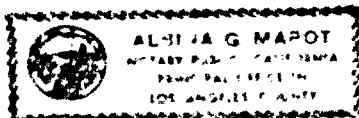
Herbert E. Olds  
Herbert E. Olds

Howard G. McAlooney, Jr.  
Howard G. McAlooney, Jr.

STATE OF CALIFORNIA )  
COUNTY OF LOS ANGELES ) ss.

On May 11, 1964, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Howard G. McAlooney, Jr. and Herbert E. Olds known to me to be directors of the corporation that executed the within instrument, known to me to be the persons who executed the within instrument on behalf of the corporation therein named, and acknowledged to me that such corporation executed the same.

WITNESS my hand and official seal.



(Seal)

Notary Public in and for said  
County and State

ALZINA G. MAROT

My commission expires \_\_\_\_\_

My Commission Expires Aug. 3, 1965



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FILED  
In the office of the Secretary of State  
of the State of California

NOV 20 1985

MORCH FONG EU, Secretary of State  
Deputy


RESTATED ARTICLES OF INCORPORATION  
OF  
W. H. STEELE CO., INC.

HOWARD G. McALONEY and BARBARA O. McALONEY  
certify that:

1. They are the President and Secretary, respectively, of W. H. STEELE CO., INC., a California corporation.
2. The Articles of Incorporation of the corporation, as amended to the date of the filing of this certificate, including amendments set forth herein but not separately filed (and with the omissions required by Section 910 of the Corporations Code) are restated as in Exhibit "A", attached hereto.
3. The foregoing amendment and restatement of the Articles of Incorporation have been duly approved by the Board of Directors.
4. The foregoing amendment and restatement of the Articles of Incorporation (other than omissions required by Section 910 of the Corporations Code) have been duly approved by the required vote of the shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 177. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was 50%.

DATED: August 15, 1985

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

  
HOWARD G. McALONEY, President


  
BARBARA O. McALONEY, Secretary

EXHIBIT "A"

RESTATED ARTICLES OF INCORPORATION

OF

W. H. STEELE CO., INC.

I

NAME

The name of this corporation is W. H. STEELE CO., INC.

II

PURPOSE

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

AUTHORIZED STOCK

3.1 The corporation is authorized to issue two classes of shares, to be designated "Common Stock" and "Preferred Stock", respectively. The corporation is authorized to issue 150,000 shares of Common Stock and 50,000 shares of Preferred Stock. Each share of Common Stock and each share of Preferred Stock shall have a par value of \$1.00.

3.2 The Preferred Stock may be issued in any number of series, as determined by the Board of Directors. The Board may, by resolution, fix the designation and number of shares of any such series, and may determine, alter or revoke the rights, preferences, privileges and restrictions pertaining to any wholly unissued series. The Board may thereafter increase or decrease the number of shares of any such series (but not below the number of shares of that series then outstanding).

3.3 Upon the amendment of these Articles to read as herein set forth, each outstanding share is split into 100 shares of Common Stock.

IV

ELECTION TO BE GOVERNED BY 1977 LAW

The corporation elects to be governed by all of the provisions of the General Corporation Law (as added to the California Corporations Code effective January 1, 1977, and as subsequently amended) not otherwise applicable to the corporation under Chapter 23 of said General Corporation Law.